

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

McElroy, Deutsch & Mulvaney

1300 Mount Kemble Avenue

P.O. Box 2075

Morristown, New Jersey 07962-2075

(973) 993-8100

Michael J. Sullivan (MJS 2002)

Attorneys for Defendants

NEWPORT MOBIL SERVICE, INC.

14th and Grove Street

Jersey City, NJ 07302

and

COMMUNITY MOBIL, INC.

346 Main Street

Madison, NJ 07940

and

DENVILLE MOBIL, INC.

3143 Route 10 East and Franklin Road

Denville, NJ 07834

and

ROBRIAN, INC.

3699 Route 9 North

Old Bridge, NJ 08857

and

BELLE MEADE MOBIL, INC.

862 Route 206

Belle Meade, NJ 08502

and

Civil Action No. 3028-03 (WJM)

**STIPULATION OF DISMISSAL
WITH PREJUDICE**

ANTHONY G. CAPRIO,
d/b/a TONY'S MOBIL
3 Berlin Road
Voorhees, NJ 08043

and

CRAIG'S SERVICE CENTER, INC.
1201 Highway 35
Middletown, NJ 07748

and

CREATIVE MANAGEMENT, INC.
863 Highway 35
Middletown, NJ 07748

and

CREATIVE MANAGEMENT, INC.
79 Route 35, Sylvania Avenue
Neptune City, NJ 07753

and

CREATIVE MANAGEMENT, INC.
133 Route 36
West Long Branch, NJ 07764

and

KWANG WOO LEE,
d/b/a ROOSEVELT & COTTMAN MOBIL
7300 Roosevelt Boulevard
Philadelphia, PA 19149

and

KWANG WOO LEE,
d/b/a BROOKHAVEN MOBIL
4612 Edgmont Avenue
Brookhaven, PA 19015

and

MAIN PETROLEUM CORP.
824 N. Main Street
Pleasantville, NJ 08232

and

MAT PETROLEUM CORP.
825 Church Road
Cherry Hill, NJ 08034

and

MATAWAN MOBIL, INC.
Cambridge Drive and Route 34
Matawan, NJ 07747

and

PARBRAHM CORP.
406-410 Greenwood Avenue
Trenton, NJ 08609

and

WILLIAM T. ROSSNAGLE,
d/b/a W. ROSSNAGLE'S MOBIL MART
Route 22 and Roseberry Street
Phillipsburg, NJ 08865

and

T & H ENTERPRISES, INC.,
c/o EAST WINDSOR MOBIL
571 Route 130 South
Hightstown, NJ 08520

and

YONG NAE CHO
14th and Grove Street
Jersey City, NJ 07302

and

CRAIG COPELAND
1201 Highway 35
Middletown, NJ 07748

and

TALVINDER GHUMAN
825 Church Road
Cherry Hill, NJ 08034

and

BIKRIM S. GILL
133 Route 36
West Long Branch, NJ 07764

and

KASHMIR S. GILL
3143 Route 10 East and Franklin Road
Denville, NJ 07834

and

KESAR GILL
862 Route 206
Belle Meade, NJ 08502

and

RACHHPAL GILL
824 N. Main Street
Pleasantville, NJ 08232

and

AVTAR HEIR,
c/o EAST WINDSOR MOBIL
571 Route 130 South
Hightstown, NJ 08520

and

JOHN McLAUGHLIN
346 Main Street
Madison, NJ 07940

and

SATINDER SANDHU
406-410 Greenwood Avenue
Trenton, NJ 08609

and

DONNA WILLIAMS,
d/b/a NORMANDY MOBIL
12001 Roosevelt Boulevard
Philadelphia, PA 19154

Plaintiffs,

vs.

CONOCOPHILLIPS CO.
600 North Dairy, Ashford Road
Houston, Texas 77079

and

TOSCO OPERATING COMPANY, INC.
1500 North Priest Drive
Tempe, Arizona 85281

and

TOSCO TRUST 2000-E, LLC
600 North Dairy, Ashford Road
Houston, Texas 77079

and

BNY WESTERN TRUST COMPANY
700 South Flower Street, Suite 500
Los Angeles, California 90017

Defendants.

The matter in difference in the above-entitled action having been amicably resolved by and between the parties, it is hereby stipulated and agreed by the attorneys for the respective parties that:

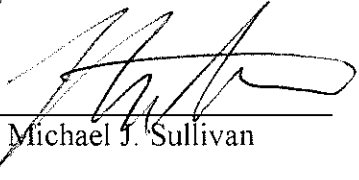
(1) The above-entitled action be and is hereby dismissed with prejudice and without costs to any of the parties; and

(2) The District Court for the District of New Jersey shall retain jurisdiction over this matter for the purposes of enforcing all of the terms and provisions of the Settlement and Release Agreement among the parties dated February 27, 2004, which is incorporated by reference herein, including, but not limited to, any relief sought for breach of or default under the Settlement and Release Agreement.

(3) This Stipulation of Dismissal may be executed in counterparts, which together shall constitute a complete executed original.

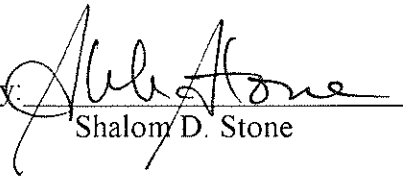
McElroy, Deutsch & Mulvaney, LLP
1300 Mount Kemble Avenue
P.O. Box 2075
Morristown, New Jersey 07962
Attorneys for Defendants

By: _____


Michael J. Sullivan

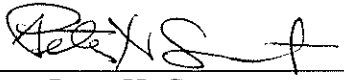
Dated: 3/11/04

Walder, Hagen & Brogan, P.A.
5 Becker Farm Road
Roseland, New Jersey 07068
Attorneys for Plaintiffs

By: 
Shalom D. Stone

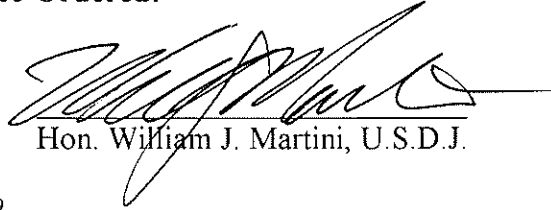
Dated: 3/10/04

Astrachan Gunst & Thomas
20 South Charles St., 6th Floor
Baltimore, Maryland 21201
Attorneys for Plaintiffs

By: 
Peter H. Gunst

Dated: 3/10/04

It is so **Ordered:**



Hon. William J. Martini, U.S.D.J.

473879

Dated: 3/16/04